



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Alison Lundergan Grimes
Kentucky Secretary of State
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Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 584-3400 www.sos.ky.gov	Certificate of Authority (Foreign Business Entity)	FBE
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Pursuant to the provisions of KRS 14A and KRS 271B, 273, 274, 275, 302 and 308 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a: ☐ profit corporation (KRS 271B), ☐ nonprofit corporation (KRS 273), ☐ professional service corporation (KRS 274),
☐ business trust (KRS 300), ☒ limited liability company (KRS 275), ☐ professional limited liability company (KRS 276),
☐ limited partnership (KRS 302).

2. The name of the entity is Newco Mining KY, LLC
 (The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable): _____
 (Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Minnesota

5. The date of organization is 04/12/2012 and the period of duration is _____
 (If left blank, the period of duration is considered perpetual.)

6. The mailing address of the entity's principal office is
3080 Centerville Road Little Canada MN 55117
 Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is
250 W. Main St., Ste. 2700 Lexington KY 40507
 Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is FBT LLC Lexington

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):

<u>David N. Kloeber, Jr.</u>	<u>3080 Centerville Road</u>	<u>Little Canada</u>	<u>MN</u>	<u>55117</u>
Name	Street or P.O. Box	City	State	Zip Code
<u>Bruce A. Smith</u>	<u>3080 Centerville Road</u>	<u>Little Canada</u>	<u>MN</u>	<u>55117</u>
Name	Street or P.O. Box	City	State	Zip Code
Name	Street or P.O. Box	City	State	Zip Code

9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable: ☐

12. This application will be effective upon filing, unless a delayed effective date and/or time is provided.
 The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____
 (Delayed effective date and/or time)

Bruce A. Smith, Member 5/14/2012
 Signature of Authorized Representative Printed Name & Title Date

I, FBT LLC Lexington, consent to serve as the registered agent on behalf of the business entity.
 Type/Print Name of Registered Agent
Lisha Stone Lisha Stone Manager 5/14/2012
 Signature of Registered Agent Printed Name Title Date
 (01/12)